H.E. Dr. Aun Pornmoniroth
Minister of Economy and Finance
Ministry of Economy and Finance
Phnom Penh, Cambodia

Re: Cambodia Trade Development Support Program (MDTF No. TF093573)
Amendments to the Grant Agreement

Excellency:

We refer to the Grant Agreement dated January 14, 2009, as amended to date, between the Kingdom of Cambodia (the Recipient) and the International Development Association (the Association) acting as administrator of the Multi-Donor Trust Fund for Trade Related Assistance in Cambodia. We also refer to your letter dated November 15, 2013, requesting the Association to extend the Closing Date of the Grant and to increase the total amount of the Grant to reflect the additional contribution provided by the European Union.

Accordingly, the Association: (i) hereby establishes March 31, 2015 as the Closing Date for purposes of Section IV.B.2 of Schedule 2 to the Grant Agreement; and (ii) proposes to amend the Grant Agreement as follows:

1. Section 3.01 is amended to read as follows:

   "3.01. The World Bank agrees to extend to the Recipient, on the terms and conditions set forth or referred to in this Agreement, a grant in an amount equivalent to fifteen million four hundred fifty thousand United States Dollars ($15,450,000) ("Grant") to assist in financing the Program."

2. Section 3.03 is amended to read as follows:

   "3.03. With reference to Section 3.02 of the Standard Conditions, an amount of the Grant equal to fourteen million four hundred and fifty thousand United States Dollars ($14,450,000) has been made available to the Multi-Donor Trust Fund for Trade Related Assistance in Cambodia for the purposes of the Grant. In accordance with Section 3.02 of the Standard Conditions, the Recipient’s right to withdraw the remaining amount of the Grant is subject to the receipt by the World Bank of such amount from the donors under the above mentioned trust fund."

3. All references to “works” in Section III of Schedule 2 are deleted.

4. Section III.C.2 of Schedule 2 is amended by adding a new sub-paragraph (f) to read “(f) Selection of United Nations Agencies.”
5. The withdrawal table in Section IV.A.2 of Schedule 2 is amended to read as shown in Attachment 1 to this Letter of Amendment.

6. Paragraph 1 of Section V of Schedule 2 is deleted in its entirety.

7. Paragraph 2 of Section V of Schedule 2 is amended to read as follows:

"Unless otherwise agreed to between the Recipient and the World Bank, and for the purposes of Section III of Schedule 2 to this Agreement, guidance for implementing the Procurement Guidelines and the Consultant Guidelines is provided in the Kingdom of Cambodia’s Updated Procurement Manual for all Externally Financed Projects/Programs, promulgated pursuant to Sub-Decree 74 on Promulgating the Updated Standard Procedures for Implementing All Externally Financed Projects/Programs, dated May 22, 2012."

8. The Annex to Schedule 2 is replaced with the Annex set out in Attachment 2 to this Letter of Amendment.

Except as specifically amended by this Letter of Amendment, all other provisions of the Grant Agreement shall remain unchanged and in full force and effect.

Please confirm your agreement with the amendments set out above by countersigning, dating and returning to us the enclosed copy of this Letter of Amendment. Upon receipt by the Association of the countersigned copy of this Letter of Amendment, the Letter of Amendment shall become effective as of the date of countersignature.

Very truly yours,

INTERNATIONAL DEVELOPMENT ASSOCIATION

Ulrich Zachau
Country Director, South East Asia
(Cambodia, Lao PDR, Malaysia, Myanmar, Thailand)
East Asia and Pacific Region

AGREED:
KINGDOM OF CAMBODIA

By: ____________________________
Authorized Representative

Name: Dr. AUN PORNMONIROTH
Title: Minister of Economy & Finance
Date: 31 JAN 2014
### REVISED WITHDRAWAL SCHEDULE
(SECTION IV.A.2 OF SCHEDULE 2)

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (expressed in USD)</th>
<th>Percentage of Expenditures to be Financed (inclusive of Taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods, non-consulting services, consultants’ services, Training and Workshops, and Incremental Operating Costs</td>
<td>15,375,029</td>
<td>100%</td>
</tr>
<tr>
<td>(2) MBPI under Part C.1 of the Program up to December 31, 2009</td>
<td>0</td>
<td>90% in calendar year 2009</td>
</tr>
<tr>
<td>(3) POC under Part C of the Project up to June 30, 2012</td>
<td>74,971</td>
<td>100% in calendar year 2012</td>
</tr>
<tr>
<td><strong>TOTAL AMOUNT</strong></td>
<td>15,450,000</td>
<td></td>
</tr>
</tbody>
</table>
National Competitive Bidding Procedures

The competitive bidding procedure to be followed for National Competitive Bidding shall be the public competitive methods set forth in the Kingdom of Cambodia's Updated Procurement Manual for All Externally Financed Projects/Programs ("Procurement Manual"), with the modifications set forth below in order to ensure broad consistency with the provisions of Section I of the Guidelines: Procurement of Goods, Works and Non-consulting Services under IBRD Loans and IDA Credits and Grants by World Bank Borrowers dated January 2011 (the Procurement Guidelines) as required by paragraphs 3.3 and 3.4 of the Procurement Guidelines. The Procurement Manual elaborates detailed procedures for the procurement of goods, works and non-consulting services under projects financed by development partners in Cambodia, and is promulgated through the Sub-decree 74 on “Promulgating the Updated Standard Procedures for Implementing all Externally Financed Projects/Programs” dated May 22, 2012, which is issued pursuant to Article 3 of the Kingdom of Cambodia’s Law on Public Procurement dated January 14, 2012.

1. Eligibility

No bidder or potential bidder shall be declared ineligible for contracts financed by the World Bank for reasons other than as provided in Section I of the Procurement Guidelines. Bidder registration shall not be used to determine eligibility under Section I of the Procurement Guidelines. Foreign bidders shall not be asked or required to form joint ventures with national bidders in order to submit a bid. Bidders located in the same province or city as the procuring entity shall not be given preference over bidders located outside that city or province.

2. Bid Submission, Bid Opening and Bid Evaluation

(a) Prospective bidders shall be given at least thirty (30) days from the date of publication of the invitation to bid or the date of availability of the bidding documents, whichever is later, to prepare and submit bids.

(b) The evaluation of a bid shall be made in strict adherence to the criteria that shall be clearly specified in the bidding documents and quantified in monetary terms for evaluation criteria other than price; merit points shall not be used in bid evaluation.

(c) The lowest evaluated bidder shall be required to meet minimum qualification criteria which shall be determined based on the bidder’s capacity and resources to perform the contract, specifically its experience and past performance on similar contracts, capabilities with respect to personnel, equipment and construction and manufacturing facilities, and financial capacity.

(d) No bidder shall be rejected on the basis of a comparison with the Recipient’s estimate and budget ceiling without the World Bank’s prior concurrence.

(e) A copy of the minutes of the public bid opening shall be promptly provided to all bidders and to the World Bank with respect to contracts subject to prior review.

(f) Neither shall all bids be rejected nor shall new bids invited without the World Bank’s prior written concurrence.
3. Right to Inspect/Audit

Each bidding document and contract financed from the proceeds of the Grant shall include a provision requiring bidders, suppliers, contractors and subcontractors to permit the World Bank, at its request, to inspect their accounts and records relating to the bid submission and performance of the contract and to have said accounts and records audited by auditors appointed by the World Bank. The deliberate and material violation by a bidder, supplier, contractor or subcontractor of such provision may amount to obstructive practice.

4. Publication

Information on contract award shall be published at least in a national newspaper or in the official gazette of wide circulation, or on a widely used website with free national and international access within two (2) weeks of receiving the World Bank’s no objection to the award recommendation for contracts subject to prior review, and within two (2) weeks from the award for contracts subject to post review. Publication shall include the following information: (a) the name of each bidder which submitted a bid; (b) bid prices as read out at bid opening; (c) evaluated prices of each bid that was evaluated; (d) the names of bidders whose bids were rejected and the reasons for their rejection, and (e) the name of the winning bidder, the final total contract price, and the duration and summary scope of the contract.